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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	: Case No.: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	: (Jointly Administered)
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**GENERAL MOTORS LLC’S STATEMENT OF ISSUES  
TO BE PRESENTED ON APPEAL AND DESIGNATION OF  
ADDITIONAL ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Pursuant to Rule 8009(a) of the Federal Rules of Bankruptcy Procedure, General Motors LLC (“**New GM**”), as cross-appellant, submits this statement of the issues to be presented on appeal, and designation of additional items to be included in the record on appeal in connection with New GM’s Notice of Cross-Appeal [Dkt. No. 13200] filed on June 12, 2015.

**I. Statement of Issues to be Presented on Appeal**

The issues to be presented on appeal are:

A. Whether the Bankruptcy Court erred in finding that the Ignition Switch Plaintiffs<sup>1</sup> and the Ignition Switch Pre-Closing Accident Plaintiffs were “known” creditors of Old GM for purposes of determining the notice required by due process of the 363 Sale, where (i) no claims were brought by such creditors prior to the 363 Sale, (ii) the stipulated record did not support the Court’s conclusion that Old GM knew there was a safety defect that warranted a recall, and (iii) Plaintiffs did not dispute that they were aware of the 363 Sale, and the Court had approved the form of the 363 Sale notice?

B. Whether the Bankruptcy Court erred in finding that the Ignition Switch Plaintiffs were prejudiced by the failure to give the notice required by due process with respect to Independent Claims, and that the Sale Order should be modified almost six years after it was entered, where (i) the Sale Agreement expressly set forth the liabilities assumed by New GM with respect to Old GM vehicles/parts, and Independent Claims were not included therein, (ii) the allegedly defective 363 Sale notice was sent by Old GM (not New GM), (iii) appeals of the Sale Order were dismissed years ago as being equitably moot, (iv) the Sale Order provides that it cannot be modified, and (v) the Sale Order holds that New GM acquired the assets from Old GM in good faith and for fair value?

**II. Designation of Additional Items to be Included in Record on Appeal**

In addition to the items previously designated in: (i) *Elliott Plaintiffs/Appellants’ Statement Of The Issues And Designation Of Items To Be Included In The Record On Appeal*, filed on June 15, 2015 [ECF No. 13207]; (ii) *Sesay Plaintiffs/Appellants’ Statement Of The*

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Judgment entered by the Bankruptcy Court on June 1, 2015 [Dkt. No. 13177].

*Issues And Designation of Items To Be Included in the Record on Appeal*, filed June 15, 2015 [ECF No. 13208]; (iii) *Appellants' Statement of Issues on Appeal and Designation of Items to be Included in the Record on Appeal*, filed on June 16, 2015 [ECF No. 13219] (except to the extent the Bankruptcy Court strikes certain documents as may be requested by New GM); (iv) *Groman Plaintiffs-Appellants' Statement of Issues on Appeal and Designation of Additional Items to be Included in the Record on Appeal*, filed on June 19, 2015 [ECF No. 13231]; and (v) *Ignition Switch Pre-Closing Accident Plaintiffs' Statement of Issues and Designation of Record on Appeal*, filed on June 22, 2015 [ECF No. 13236], New GM, as Cross-Appellant and Appellee, submits the following designation of additional items to be included in the record on appeal (including any exhibit, annex, appendix or addendum thereto):

<b><u>Item No.</u></b>	<b><u>Date Filed</u></b>	<b><u>Title</u></b>	<b><u>Dkt. No.</u></b>
1.	6/15/2009	Certificate of Service of Jeffrey S Stein of (a) Notice of Interim Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates; (b) Interim Order (I) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates, and (II) Scheduling a Final Hearing; (c) Notice of Sale Hearing to Sell Substantially All of the Debtors' Assets Pursuant to a Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (d) Notice of Chapter 11 Bankruptcy Cases, Meeting of Creditors & Deadlines; (e) Letter to GM Retirees; (f) Order (I) Approving Procedures for Sale of Debtors' Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice; and (g) Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto filed by Jeffrey S. Stein on behalf of The Garden City Group	973

2.	4/23/2014	Letter to the Honorable Robert E. Gerber filed by Edward S. Weisfelner on behalf of Plaintiffs Regarding Logistics of Motion to Enforce	12638
3.	4/25/2014	Certificate Of Service for: The Motion of General Motors LLC Pursuant to 11 U.S.C. §§ 105 and 363 to Enforce the Courts July 5, 2009 Sale Order and Injunction, Notice of (A) Filing of Motion of General Motors LLC Pursuant To 11 U.S.C. §§ 105, and (B) Conference To Be Held In Connection with Such Motion and also a Letter to the Honorable Robert E. Gerber dated April 21, 2014 Regarding Such Motion Document(s)	12658
4.	4/30/2014	Letter to the Honorable Robert E. Gerber from Melanie L. Cyganowski Regarding May 2, 2014 Conference	12674
5.	5/22/2014	Certificate of Service for: Notice of Filing of Second Supplement to Schedule 1 to the Motion Of General Motors LLC Pursuant to 11 U.S.C. §§ 105 and 363 to Enforce the Courts July 5, 2009 Sale Order and Injunction (Doc. No.1 2698) and Notice Of Filing Of Second Supplement to Schedule 2 to the Motion Of General Motors LLC Pursuant to 11 U.S.C. §§ 105 and 363 to Enforce The Courts July 5, 2009 Sale Order and Injunction	12707
6.	7/01/2014	Letter by Melanie L. Cyganowski filed on behalf of Certain Class Action Plaintiffs	12744
7.	7/30/2014	Certificate of Service for: A Letter to the Honorable Robert E. Gerber by General Motors LLC in Response to the Letter Filed with the Court By Daniel Hornal, Esq. on June 30, 2014 on behalf of Lawrence and Celestine Elliott	12794
8.	7/31/2014	Certificate of Service for: Letter to the Honorable Robert E. Gerber Responding to Gary Peller's Letter, dated July 9, 2014	12798
9.	7/31/2014	Certificate of Service for: The Response by General Motors LLC to No Stay Pleading Filed by the Elliott Plaintiffs	12801
10.	7/31/2014	Certificate of Service for: The Letter to the Honorable Robert E. Gerber Responding to Gary Peller's Letter, Dated July 23, 2014 (related document(s) 12785)	12802
11.	7/31/2014	Certificate of Service for: The Letter to the Honorable Robert E. Gerber Responding to Gary Peller's Letter, Dated July 28, 2014	12803
12.	8/01/2014	Letter to the Honorable Robert E. Gerber by General Motors LLC Requesting a Conference in Connection with its Additional Motions to Enforce Sale Order and Injunction	12806
13.	8/01/2014	Letter to the Honorable Robert E. Gerber by General Motors LLC Pursuant to July 11, 2014 Supplemental Scheduling Order Regarding Proposed Page Limits for Briefs	12809
14.	8/12/2014	Letter to the Honorable Robert E. Gerber Responding to Gary Peller's Letter Regarding the July 8, 2014 Stay Procedures Order filed by Arthur Jay Steinberg on behalf of General Motors LLC	12829
15.	8/21/2014	Letter to the Honorable Robert E. Gerber Regarding Briefing Schedule for the Four Threshold Issues filed by Arthur Jay Steinberg on behalf of General Motors LLC	12867

16.	9/19/2014	Certificate of Service for: The Notice of Filing of Sixth Supplement to Schedule 1 to the Motion of General Motors LLC Pursuant to 11 U.S.C. §§ 105 and 363 to Enforce the Courts July 5, 2009 Sale Order and Injunction (with Exhibits) and Notice of Filing of Sixth Supplement to Schedule 2 to the Motion of General Motors LLC Pursuant To 11 U.S.C. §§ 105 and 363 to Enforce the Courts July 5, 2009 Sale Order and Injunction	12914
17.	9/19/2014	Certificate of Service for: The (1) Omnibus Response By General Motors LLC To (i) Plaintiffs Motion for an Order of Abstention, and (ii) Plaintiffs Motion to Alter or Amend this Courts August 12, 2014, Order Pursuant to FRBP Rules 9023, 9024, and 7052, And for Clarifying Order; and (2) Response by General Motors LLC To Plaintiffs Amended No Stay Pleading, Motion for Order of Dismissal for Lack of Subject Matter and Personal Jurisdiction, Objections to GM's Motion to Enforce, to the Courts Orders, and for Related Relief	12922
18.	10/07/2014	Certificate of Service For: The Notice of Filing of Ninth Supplement to Schedule "1" to the Motion of General Motors LLC Pursuant to 11 U.S.C. §§ 105 and 363 to Enforce the Court's July 5, 2009 Sale Order and Injunction (with Exhibits) and Notice of Filing of Ninth Supplement to Schedule "2" to the Motion of General Motors LLC Pursuant To 11 U.S.C. §§ 105 and 363 to Enforce the Court's July 5, 2009 Sale Order and Injunction	12943
19.	10/07/2014	Certificate of Service for: The Notice of Filing of Second Supplement to Schedule "1" to the Motion of General Motors LLC Pursuant to 11 U.S.C. §§ 105 and 363 to Enforce the Courts July 5, 2009 Sale Order and Injunction (Monetary Relief Actions, Other Than Ignition Switch Actions) (with Exhibits) and Notice of Filing of Second Supplement to Schedule "2" to the Motion of General Motors LLC Pursuant To 11 U.S.C. §§ 105 and 363 to Enforce the Courts July 5, 2009 Sale Order and Injunction (Monetary Relief Actions, Other Than Ignition Switch Actions)	12944
20.	10/07/2014	Certificate of Service For: The Notice of Filing of Supplement to the Chart of Pre-Closing Accident Lawsuits Set Forth in the Motion of General Motors LLC Pursuant to 11 U.S.C. §§ 105 and 363 to Enforce The Courts July 5, 2009 Sale Order and Injunction Against Plaintiffs in Pre-Closing Accident Lawsuits	12945
21.	10/23/2014	Response by General Motors LLC to Bledsoe Plaintiffs No Stay Pleading	12961
22.	10/24/2014	Certificate of Service for: The Response by General Motors LLC to Bledsoe Plaintiffs No Stay Pleading (with Exhibits) (related document(s) 12961)	12962
23.	11/06/2014	Certificate of Service for: (i) The Opening Brief By General Motors LLC on Threshold Issues Concerning its Motions to Enforce the Sale Order and Injunction [ECF No. 12981] (Opening Brief), and (ii) The Appendix of Exhibits For The Opening Brief [ECF No.	12986

		12982] (Appendix)	
24.	11/10/2014	Memorandum Endorsed Order signed on 11/10/2014 Regarding “Bledsoe Plaintiffs application for relief from existing Sale Order injunction denied.”	12991
25.	12/17/2014	Certificate of Service for: The Consolidated Objection By General Motors LLC to the Sesay Plaintiffs and Elliot Plaintiffs Motions for Leave to Appeal Preliminary Stay Orders of the Bankruptcy Court	13035
26.	1/20/2015	Certificate of Service For: (i) The Reply Brief by General Motors LLC on Threshold Issues Concerning Its Motions to Enforce the Sale Order and Injunction [ECF No. 13048], and (ii) The Appendix of Exhibits to the Reply Brief [ECF No. 13049]	13050
27.	5/21/2015	Certificate of Service for: Letter From Arthur Steinberg to Judge Gerber Dated May 21, 2015 Responding to Letter Filed By Gary Peller, Dated May 13, 2015	13156
28.	6/01/2015	Certificate of Service for: Letter Responding to Letter Filed By Gary Peller, Regarding Technical Matters of Judgment, Dated May 29, 2015 [Dkt. No. 13169]	13181
29.	6/03/2015	Certificate of Service for: The Judgment Regarding the April 15 Decision	13187
30.	6/15/2015	Certificate of Service for: Notice Of Cross-Appeal	13205

Dated: New York, New York  
June 29, 2015

Respectfully submitted,

/s/ Arthur Steinberg  
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